

EXHIBIT A

Katharine I. Crost
Lorraine S. McGowen
Orrick, Herrington & Sutcliffe LLP
51 West 52nd Street
New York, NY 10019-6142
Telephone: (212) 506-5000
Facsimile: (212) 506-5151

*Special Securitization Transactional
and Litigation Counsel to the Debtors
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

_____)	
In re:)	Case No. 12-12020 (MG)
)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,)	Chapter 11
)	
Debtors.)	Jointly Administered
_____)	

**CERTIFICATION UNDER GUIDELINES FOR FEES AND
DISBURSEMENTS FOR PROFESSIONALS IN RESPECT OF
FIFTH INTERIM FEE APPLICATION AND FINAL FEE APPLICATION OF
ORRICK, HERRINGTON & SUTCLIFFE LLP AS SPECIAL SECURITIZATION
TRANSACTIONAL AND LITIGATION COUNSEL FOR THE DEBTORS FOR
COMPENSATION AND REIMBURSEMENT OF EXPENSES INCURRED FROM
MAY 14, 2012 THROUGH DECEMBER 17, 2013**

I, Katharine I. Crost, hereby certify that:

1. I am a Partner at Orrick, Herrington & Sutcliffe LLP (the “**Firm**”), which serves as Special Securitization Transactional and Litigation Counsel to Residential Capital, LLC., *et al.*, as debtors and debtors in possession (collectively, the “**Debtors**”).
2. This certification is made in respect of the Firm’s compliance with the *Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York*

Bankruptcy Cases, Administrative Order M-447, effective as of January 29, 2013 (the “**Local Guidelines**”), the *United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330*, effective January 30, 1996 (the “**UST Guidelines**”) and the *Order to Establish Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals* [Docket No. 172] (the “**Interim Compensation Order**,” and collectively with the Local Guidelines and UST Guidelines, the “**Guidelines**”), in connection with the Firm’s application (the “**Application**”), for interim compensation and reimbursement of expenses for the period commencing September 1, 2013 through December 17, 2013 and the Final Fee Period of May 14, 2012 through and including December 17, 2013, in accordance with the Guidelines.

3. In respect of Section B.1 of the Local Guidelines, I certify that:

- (a) I have read the Application;
- (b) to the best of my knowledge, information, and belief formed after reasonable inquiry, the fees and expenses sought fall within the Guidelines;
- (c) the fees and disbursements sought are billed at rates and in accordance with practices customarily employed by the Firm and generally accepted by the Firm’s clients; and
- (d) in providing the reimbursable services reflected in the Application, the Firm did not make a profit on those services, whether performed by the Firm in-house or through a third party.

4. In respect of Section B.2 of the Local Guidelines and as required by the Interim Compensation Order, I certify that the Firm has complied with the provisions requiring it to provide the United States Trustee for the Southern District of New York, counsel to the Official Committee of Unsecured Creditors, and counsel to the Debtors with a statement of the Firm’s

fees and expenses accrued for the fifth interim period from September 1, 2013 through December 17, 2013 and the final fee period from May 14, 2012 through December 17, 2013.

5. In respect of Section B.3 of the Local Guidelines, I certify that counsel to the Debtors, counsel to the Official Committee of Unsecured Creditors, and the United States Trustee for the Southern District of New York are each being provided with a copy of the Application.

Dated: March 3, 2014
New York, NY

/s/ Katharine I. Crost
Katharine I. Crost (New York Bar No. 1391523)
ORRICK HERRINGTON & SUTCLIFFE LLP
51 W. 52nd Street
New York, NY 10019-6142
Telephone: (212) 506-5000
Facsimile: (212) 506-5151

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